Company Number 09776269
Private Company Limited By Shares

Written Resolutions of WITHOUTFIRE LTD (The Company)

18th September 2016 (Circulation Date)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company recommend that the resolutions below are passed as special resolutions:

SPECIAL RESOLUTIONS

1 That the Articles of Association are replaced

2 That the share capital of the Company is reclassified as follows:

50 Ordinary Shares held by Sarah Wiseman are reclassified as 'A' Ordinary Shares;

50 Ordinary Shares held by John Elliott are reclassified as 'B' Ordinary Shares;

and the shares of each class shall have attached the rights and restrictions set out in the Articles of Association (as amended pursuant to Resolution number 1 above).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being all the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions:

Signed by

Sarah Wiseman

Date 18/9/2016

Signed by

John Elliott

Date 18/09/16

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company at its registered office address at 31 Florence Road, London, N4 4DJ.

2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless, by the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible and within this time.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

WITHOUTFIRE LTD

(As adopted by special resolution dated 18th September 2016)

1. PRELIMINARY

1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) and (Amendment) (No 2) Regulations 2007 and The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 Any reference in these Articles to "the Act" shall mean the Companies Act 1985, and any reference to "the 2006 Act" shall mean the Companies Act 2006 (and any reference to "the Acts" shall mean to both the Act and the 2006 Act), in each case as amended or extended by any other enactment or any statutory re-enactment thereof.

1.3 In these Articles, the following terms shall bear the meanings ascribed to them in this Article 1.3:

"**A Shareholders**" means the holders from time to time of A Shares (and "A Shareholder" shall be construed accordingly);

"**A Shares**" means the Ordinary A Shares of £1 each in the capital of the Company;

"**B Shareholders**" means the holders from time to time of B Shares (and "B Shareholder" shall be construed accordingly);

"**B Shares**" means the Ordinary B Shares of £1 each in the capital of the Company;

"**Director**" means a director of the Company for the time being;

"**Shares**" means, together, Shares of any or all classes, unless the contrary intention appears.

"**Shareholders**" means the holders of Shares of any class in the capital of the Company.

2. PRIVATE COMPANY

2.1 The Company is a private company within the meaning of the Acts.

3. SHARE CAPITAL

3.1 The Share capital of the Company immediately following adoption of these Articles is £100 of which £100 is in issue and is comprised of 100 Shares of £1 each divided into 50 A Shares and 50 B Shares.

3.2 The Shares of all classes shall rank pari passu in all respects save that differing levels of dividends may be declared in respect of different classes of Share (and, for the avoidance of

doubt, a dividend may be declared in respect of any one class of Share irrespective of whether a dividend is contemporaneously declared in respect of any other class or classes of Share).

3.3 The Company shall have a first and paramount lien on all Shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.4 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

3.5 Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VII of Part V of the Act the Company may:-

(a) with the sanction of an Ordinary Resolution issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder;

(b) purchase its own Shares (including any redeemable Shares);

(c) make a payment in respect of the redemption or purchase, under Sections 159, 160 or 162 of the Act and the relevant power (a) or (b) above, or any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares to the extent permitted by Sections 170, 171 and 172 of the Act.

Unless otherwise agreed by all the Shareholders, any Share which comes to be registered in the name of a person who is, at the date of the allotment or transfer of such Share, already registered as the holder of a Share of a particular class, shall automatically be designated as a Share of the same class as that already held by that person

4. ALLOTMENT OF SHARES

4.1 The Directors of the Company are generally authorised to allot, grant options over or otherwise deal with or dispose of the Shares in the capital of the Company in accordance with the Acts and these Articles.

4.2 The authority conferred on the Directors by these Articles shall extend to any power of the Company to
(a) offer or allot;
(b) grant rights to subscribe for or to convert any security into;
(c) otherwise deal in, or dispose of;
any class of Shares in the Company up to a maximum nominal value of £10,000 during the period of five years from the date of adoption of these Articles, but the Directors may, after the authority has expired, allot any Shares in pursuance of an offer or agreement so to do made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in General Meeting.

4.3 Unless otherwise agreed by all the holders of a particular class of Shares, any new Shares of a particular class shall, before they are issued, be offered as follows:
(a) the Shares of a particular class shall be offered by notice in writing to all the Shareholders holding Shares of the same class, the notice shall specify the number and class of Shares on offer limiting the time (not being less than 21 days) within which the offer may be accepted;
(b) acceptances shall be given to the Company by notice in writing and in the acceptance the Shareholder shall state the number of the Shares on offer which he is willing to subscribe for;
(c) after expiration of such offer period, or, after the Company shall have received notice of the acceptance or, as the case may be, refusal of such offer from every Shareholder to which the notice was sent (whichever shall be the earlier event) the

Directors shall allot the Shares to the Shareholders accepting the offer and, to the extent that there is competition between the applicants for such Shares, pro rata to the number of Shares of the relevant class held by them, provided that no applicant shall be obliged to take more than the maximum number of offered Shares specified by him in his acceptance;

where, after the application of the procedures set out in Articles 4.3 (a) to 4.3 (c) above, any Shares not have been taken up by the Shareholders to whom they were offered, the Directors shall be entitled to dispose of any Shares so offered and which are not required to be allotted in accordance with the foregoing provisions, in such manner as it may think most beneficial to the Company but on no more favourable terms than those previously offered to the Shareholders.

5 TRANSFER OF SHARES

5.1 The Directors may, in their absolute discretion decline to register the transfer of a Share of any class, whether or not it is a fully paid Share, and Regulation 24 in Table A shall not apply to the Company.

5.2 Article 5.1 shall not apply to any transfer to a person who is already a Member of the Company or to any other transfer agreed in writing by all of the Shareholders.

6 GENERAL MEETINGS AND RESOLUTIONS

6.1 Every notice convening a General Meeting shall comply with the provisions of Section 324 of the 2006 Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the auditor for the time being of the Company.

6.2 Regulation 40 in Table A shall be read and construed as if the words "unless the Company has only one Member in which case one Member present in person or by proxy shall be a quorum" were added at the end.

6.3 Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end.

6.4 In addition to the requirements of Regulation 100 of Table A, the Directors shall also insert in the minute book of the Company a memorandum of all decisions taken by a sole Member when the Company has only one Member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting.

7 DIRECTORS

7.1 The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.

7.2 A director shall not require any Share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate class meeting or the holders or any class of Shares of the Company.

7.3 Regulation 64 in Table A shall not apply to the Company.

7.4 The Chairman of any meeting of the Directors shall not have a second or casting vote and Regulation 88 of Table A shall be amended accordingly.

7.5 It shall be the duty of the Directors of the Company to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Bye-Laws, Conduct Regulations and the Royal Institution of Chartered Surveyors and Practice Statements made under the institution's Bye-Laws.

8 PROCEEDINGS OF DIRECTORS

8.1 Subject to the provisions of Section 317 of the Act, Regulation 94 in Table A shall not apply to the Company and a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereof, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.

8.2 It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meeting.

8.3 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is not such group where the Chairman of the meeting then is.

9 ALTERNATE DIRECTORS

9.1 An alternate Director shall not be entitled as such to receive any remuneration form the Company except only such part (if any) of the remuneration payable to his appointor as such appointor may be notice to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an agent of his appointor. Regulation 66 in Table A shall be modified accordingly.

9.2 A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or any committee of the Directors, to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

10 BORROWING POWERS

10.1 The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into Shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11 DISQUALIFICATION OF DIRECTORS

11.1 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

12 ROTATION OF DIRECTORS

12.1 The Directors shall not be required to retire by rotation and Table A shall be modified accordingly.

13 THE SEAL

13.1 If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of Share certificates shall apply only if the Company has a deal. Regulation 101 in Table A shall not apply to the Company.

14 INDEMNITY

14.1 Regulation 118 in Table A shall not apply to the Company. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge of the duties of his offices or otherwise or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 1157 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

14.2 The Directors shall have the power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), Officer or Auditor of the Company against any such liability as is referred to in Section 310(1) of the Act.